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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ourgame International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**OURGAME INTERNATIONAL HOLDINGS LIMITED**

**聯眾國際控股有限公司\***

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

**CIRCULAR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Ourgame International Holdings Limited to be held in Meeting Room, Alameda Dr. Carlos D'Assumpção, n.os 322–362, Centro Comercial Cheng Feng, 3.o Andar M, Macau, China on Friday, 30 June 2023 at 5:00 p.m. is set out on pages 37 to 39 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 5:00 p.m. on Wednesday, 28 June 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

\* For identification purpose only

<b>CONTENTS</b>
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	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. INTRODUCTION .....	3
2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS .....	4
3. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION .....	5
4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT .....	5
5. REPRESENTATION .....	6
6. RECOMMENDATION .....	6
<b>APPENDIX I — PARTICULARS OF RETIRING DIRECTORS PROPOSED                   FOR RE-ELECTION</b> .....	7
<b>APPENDIX II — PROPOSED AMENDMENTS TO THE MEMORANDUM AND                   ARTICLES OF ASSOCIATION</b> .....	14
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	37

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held in Meeting Room, Alameda Dr. Carlos D’Assumpção, n.os 322–362, Centro Comercial Cheng Feng, 3.o Andar M, Macau, China on Friday, 30 June 2023, at 5:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 37 to 39 of this circular, or any adjournment thereof
“Articles of Association” or “Articles”	the articles of association of our Company (as amended from time to time) adopted on 12 June 2014
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company” or “our Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and any entities the results of which are consolidated into those of the Company by way of the entering into of the contractual arrangements from time to time, and the expression member of the Group shall be construed accordingly
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum and Articles of Association”	the memorandum and articles of association of our Company (as amended from time to time) adopted on 12 June 2014

## DEFINITIONS

“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted under the special resolution numbered “5” in the notice of the Annual General Meeting
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix II to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules



**OURGAME INTERNATIONAL HOLDINGS LIMITED**  
**聯眾國際控股有限公司\***

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

*Executive Director:*

Mr. LU Jingsheng (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. LIU Xueming (*acting Chairman*)

Ms. GAO Liping

Mr. HUA Yumin

Ms. YU Bing

Ms. WANG Ruyuan

Mr. WANG Runqun

Ms. XIAO Yundan

*Registered Office:*

PO Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal Place of Business in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay, Hong Kong

*Independent Non-executive Directors:*

Mr. MA Shaohua

Mr. ZHANG Li

Mr. GUO Yushi

Mr. DAI Bing

31 May 2023

*To the Shareholders*

Dear Sir/Madam,

**CIRCULAR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.2 of the Articles which provides that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Dai Bing, having been appointed by the Board as an independent non-executive Director with effect from 18 November 2022, being eligible, will offer himself for re-election. Pursuant to Article 16.3 of the Articles which provides that any Director elected by ordinary resolution either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Yu Bing, Ms. Wang Ruyuan, Mr. Wang Runqun and Ms. Xiao Yundan, having been appointed by ordinary resolutions as non-executive Directors with effect from 16 September 2022, being eligible, will offer themselves for re-election. Pursuant to Article 16.18 of the Articles of Association which provides that, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Gao Liping, Mr. Ma Shaohua, Mr. Zhang Li and Mr. Guo Yushi will retire at the Annual General Meeting, being eligible and offer themselves for re-election in compliance with the requirement of Article 16.18 of the Articles such that one-third of the Directors shall retire at the Annual General Meeting.

In considering and approving such re-election, the Nomination and Corporate Governance Committee has taken into account a wide range of diversity perspectives including, but not limited to, skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service, as set out in the board diversity policy of the Company.

In particular, the Nomination and Corporate Governance Committee is of the view that with the professional background and working experience of the above Directors, they are able to bring extensive knowledge and experience in improving the business development of and enhancing the quality of internal control and corporate governance of the Company. The Nomination and Corporate Governance Committee has also taken into account the contributions of the above Directors eligible for re-election and their commitment to their roles.

Having assessed and reviewed the written confirmation of the independence of Mr. Ma Shaohua, Mr. Zhang Li, Mr. Guo Yushi and Mr. Dai Bing who offered themselves for re-election at the Annual General Meeting, with reference to the guidelines on independence as set out in Rule 3.13 of the Listing Rules, the Nomination and Corporate Governance Committee is satisfied that each of them remains independent.

In view of the above, the Board believes that the re-election of the retiring Directors as Directors is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the re-election of the retiring Directors to the Shareholders.

Details of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### 3. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, Appendix 3 to the Listing Rules has been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of “Core Standards” for shareholder protections for issuers and the Board proposes to make the Proposed Amendments to the Memorandum and Articles of Association in order to bring it in line with such latest requirements. The full particulars of the Proposed Amendments brought by the adoption of the New Memorandum and Articles of Association are set out in Appendix II to this circular. In view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the Annual General Meeting to amend the Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association. The New Memorandum and Articles of Association is written in English only. There is no official Chinese translation in respect thereof and the Chinese version of the New Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 37 to 39 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.lianzhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 5:00 p.m. on Wednesday, 28 June 2023) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## LETTER FROM THE BOARD

### 5. REPRESENTATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and the amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

**Ourgame International Holdings Limited**

**Lu Jingsheng**

*Chief Executive Officer and Executive Director*

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:*

**1. MS. GAO LIPING (高麗平)**

Ms. Gao, aged 61, has been a non-executive Director since 4 November 2021. Ms. Gao has been a director of Aimer Co., Ltd.\* (愛慕股份有限公司) (“**Aimer**”) (stock code: 603511.SH) since January 2017, the shares of which are listed on the Shanghai Stock Exchange. Ms. Gao has over 38 years’ experience in accounting and finance. She was a vice president of finance of Aimer from August 1995 to December 2016, an accounting supervisor of Beijing Wangma Computer Corporation\* (北京王碼電腦總公司) from March 1993 to July 1995 and a general ledger accountant (總賬會計) of the 5th Factory of Beijing Automation Instrumentation Co., Ltd.\* (北京自動化儀表五廠) from December 1983 to February 1993. Ms. Gao obtained a bachelor of industrial enterprise accounting degree from Renmin University of China in July 1990 and a master of business administration (finance) degree from the Chinese University of Hong Kong in July 2014.

As at the Latest Practicable Date, Ms. Gao had no interest in the Shares.

Save as disclosed above, Ms. Gao (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Ms. Gao has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Ms. Gao is entitled to a remuneration of HK\$100,000 per annum.

Save for the information disclosed above, there are no other matters concerning Ms. Gao that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**2. MS. YU BING (于冰)**

Ms. Yu, aged 42, has been a non-executive Director since 16 September 2022. She has held various positions in Hevol Holding Group Limited\* (和泓控股集團有限公司) and its subsidiaries including manager, director and deputy general manager of the human resources administration department since January 2014. From November 2017 to August 2022, Ms. Yu was a legal representative of Shenyang Hevol Jiarui Real Estate Development Limited\* (瀋陽和泓嘉瑞房地產開發有限公司). Since September 2018, Ms. Yu has also been a director of both Guizhou Furuiying Information Consulting Limited\* (貴州福瑞盈信息諮詢有限公司) and Guizhou Hevol Fengying

Property Management Limited\* (貴州和泓豐盈物業管理有限公司). Ms. Yu obtained a bachelor of science degree in commercial information system from the Northeast Electric Power University in December 2005.

As at the Latest Practicable Date, Ms. Yu had no interest in the Shares.

Save as disclosed above, Ms. Yu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Ms. Yu has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Ms. Yu is entitled to a remuneration of HK\$100,000 per annum.

Save for the information disclosed above, there are no other matters concerning Ms. Yu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### **3. MS. WANG RUYUAN (王茹遠)**

Ms. Wang, aged 44, has been a non-executive Director since 16 September 2022. She served Tencent and TOM Company (TOM公司) successively and served as TMT industry analyst in Haitong Securities Co., Ltd. from December 2007 to July 2011. From July 2011 to October 2014, she served as core researcher and fund manager in Baoying Fund Management Limited\* (寶盈基金管理有限公司). In November 2014, Ms. Wang founded Shanghai Trend Capital LTD.\* (上海宏流投資管理有限公司) and acted as the executive director and legal representative of the company. She graduated from University of Warwick in England with a professional background in computer in 2003.

As at the Latest Practicable Date, Ms. Wang was interested in 14,523,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Ms. Wang has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Ms. Wang is entitled to a remuneration of HK\$100,000 per annum.

Save for the information disclosed above, there are no other matters concerning Ms. Wang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### 4. MR. WANG RUNQUN (王潤群)

Mr. Wang, aged 42, has been a non-executive Director since 16 September 2022. He has held various positions in the Group including product manager, department manager, director (總監) and general manager of the department responsible for the card and board games related business since he joined the Group in April 2005. From October 2016 to September 2018, Mr. Wang served as the general manager of Beijing Boyue Ledong Technology Limited\* (北京博悅樂動科技有限公司) and Beijing Yiqu Hucai Technology Limited\* (北京奕趣互彩科技有限公司), being companies jointly formed between the Group and Alibaba Group Holding Limited (Stock Code: 9988), where he led a team in relation to the research and operation of competitive card and board games and leisure product on the Alipay platform. Since January 2021, Mr. Wang has been the vice president of the Group, primarily responsible for the operation of the mind sports business, and a director of a subsidiary of the Company. Mr. Wang obtained a bachelor degree from the Shanghai Ocean University in July 2003 and a master of business administration from Renmin University of China in July 2011.

As at the Latest Practicable Date, Mr. Wang was interested in 10,913,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Wang is entitled to a remuneration of HK\$100,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Wang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### 5. MS. XIAO YUNDAN (肖雲丹)

Ms. Xiao, aged 37, has been a non-executive Director since 16 September 2022. She joined the Group in September 2015 and held the position of general consultant and vice president of the Group since July 2018 and January 2021, respectively. Before joining the Group, Ms. Xiao was the assistant of investment manager of Xinda Emerging Wealth Asset Management Co.\* (信達新興財富資產管理有限公司) since September 2014. Before the aforesaid, from January 2011 to September 2014, she worked as a lawyer in Beijing Tian Yuan Law Firm. She obtained a master of laws degree from the University of Bristol in 2010 and a bachelor of laws degree from the Peking University in 2008.

As at the Latest Practicable Date, Ms. Xiao was interested in 1,100,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xiao (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Ms. Xiao has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Ms. Xiao is entitled to a remuneration of HK\$100,000 per annum.

Save for the information disclosed above, there are no other matters concerning Ms. Xiao that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### 6. MR. MA SHAOHUA (馬少華)

Mr. Ma, aged 43, has been an independent non-executive Director since 30 June 2020. Mr. Ma holds a Bachelor of Laws from Northern Jiaotong University (now known as Beijing Jiaotong University) and a master of public administration from the Party School of the CPC Central Committee. Since 2018, he has worked at Legend Holdings Corporation.

As at the Latest Practicable Date, Mr. Ma had no interest in the Shares.

Save as disclosed above, Mr. Ma (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Ma has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Ma is entitled to a remuneration of HK\$150,000 per annum.

Mr. Ma has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Ma that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### 7. MR. ZHANG LI (章力)

Mr. Zhang, aged 48, has been an independent non-executive Director since 6 May 2021. Mr. Zhang has extensive experience and knowledge in accounting and financial management. Mr. Zhang has been the chief accountant (主任會計師) of Joinach Certified Public Accountants\* (北京中樂成會計師事務所) since 2009. Prior to that, Mr. Zhang was a regional finance director of China of Popular Holdings\* (大眾控股股份有限公司) from 2005 to 2007 and an assistant to president of Shandong Wohua Pharmaceutical Co., Ltd.\* (山東沃華醫藥科技股份有限公司) from 2003 to 2005. Mr. Zhang obtained a master of business administration degree from the China Europe International Business School and has the qualifications of Chinese Certified Public Accountant, the Chinese Certified Tax Agent and fund practice.

As at the Latest Practicable Date, Mr. Zhang had no interest in the Shares.

Save as disclosed above, Mr. Zhang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Zhang is entitled to a remuneration of HK\$150,000 per annum.

Mr. Zhang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Zhang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

#### **8. MR. GUO YUSHI (郭玉石)**

Mr. Guo, aged 51, has been an independent non-executive Director since 4 November 2021. Mr. Guo has been a founder and the chief executive officer of Quanjing Tengfei Management Technology (Beijing) Co., Ltd.\* (全景騰飛管理科技(北京)有限公司) since March 2014, and the chief executive officer of Beijing Quanjing Gaoyuan Consulting Co. Ltd.\* (北京全景高遠諮詢有限公司) since December 2011. From August 2009 to September 2011, Mr. Guo was a partner of Korn Ferry (NYSE: KFY), a company listed on the New York Stock Exchange. From September 2004 to July 2009, he was a chief partner of Gallup Consulting Co., Ltd. (Beijing), and from September 2003 to August 2004, he was a marketing director of Gallup Consulting Co., Ltd. (Shanghai). From July 1997 to August 1999, he worked in China Forest International Travel Agency\* (中國森林國際旅行社) and was responsible for the business development of the company. Mr. Guo obtained a bachelor's degree in forestry and a master of ecology degree from Beijing Forestry University in July 1994 and July 1997, respectively. He further obtained a master's degree in leisure management from the University of Illinois at Urbana-Champaign in July 2001 and a master of business administration degree from the Emory University in June 2003. Mr. Guo has also been a director of AGAE (Nasdaq: AGAE), a non-wholly owned subsidiary of the Company.

As at the Latest Practicable Date, Mr. Guo had no interest in the Shares.

Save as disclosed above, Mr. Guo (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Guo has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Guo is entitled to a remuneration of HK\$150,000 per annum.

Mr. Guo has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Guo that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

#### 9. MR. DAI BING (戴冰)

Mr. Dai, aged 47, has been an independent non-executive Director since 18 November 2022. He has extensive experience and relevant background in corporate management and risk management. He has been the president (總裁) of Zhang Ming Investment Co., Ltd.\* (彰銘投資有限公司), a company incorporated in Macau, since 2018. Mr. Dai obtained a master's degree of science in strategic studies from Nanyang Technological University in Singapore in June 2007.

As at the Latest Practicable Date, Mr. Dai had no interest in the Shares.

Save as disclosed above, Mr. Dai (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management of the Company, Substantial Shareholder or Controlling Shareholder or other members of the Group; (iii) is not interested in any Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorship in other listed public companies in the last three years.

Mr. Dai has entered into a letter of appointment with the Company for a term of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. As determined by the Board, Mr. Dai is entitled to a remuneration of HK\$150,000 per annum.

Mr. Dai has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there are no other matters concerning Mr. Dai that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

\* For identification purpose only

*This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Memorandum and Articles of Association.*

## MEMORANDUM OF ASSOCIATION

Margin notes	Articles Number	Content
<u>N/A</u>	Throughout	All references to the “Companies Law (2013 Revision)” or <u>“Law”</u> in the Memorandum of Association are proposed to <u>be amended</u> to the “Companies Act (As Revised)” or <u>“Act”</u> .

## ARTICLES OF ASSOCIATION

Margin notes	Articles Number	Content
<u>N/A</u>	Throughout	All references to the “Companies Law (2013 Revision)” in the Articles of Association are proposed to <u>be amended</u> to the <u>“Companies Act”</u> or <u>“Companies Act (As Revised)”</u> or <u>“Act”</u> .
<u>N/A</u>	2.2	<p>“<b>electronic</b>” shall have the meaning given to it in the Electronic Transactions <del>Law</del> Act.</p> <p>“<b>Electronic Transactions <del>Law</del> Act</b>” means the Electronic Transactions <del>Law (2003 Revision)</del> <u>Act (As Revised)</u> of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
<u>N/A</u>	2.6	Sections 8 and 19(3) of the Electronic Transactions <del>Law</del> <u>Act</u> shall not apply.
<b>Capital</b> <del>App 3</del> <del>r.9</del>	3.1	The authorised share capital of the Company at the date of the adoption of these Articles is US\$500,000 divided into 10,000,000,000 ordinary shares of a nominal or par value of US\$0.00005 each.

Margin notes	Articles Number	Content
<b>Issue of shares</b> <del>App 3</del> <del>r.6(1)</del>	3.2	<p>Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the <del>Law</del>Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>
<b>Issue of warrants</b> <del>App 3</del> <del>r.2(2)</del>	3.3	<p>Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.</p>

Margin notes	Articles Number	Content
<p><b>How class rights may be modified</b></p> <p>App 3 r.6(2)<u>15</u> <del>App 13</del> <del>Part B</del> r.2(1)</p>	3.4	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <del>Law</del>Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>
<p><del>App 3</del> r.8(1) &amp; (2)</p>	3.10	<p>Where the Company purchases or redeems any of its shares, purchases or redemption not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all members alike.</p>
<p><b>Share register</b></p> <p><del>App 3</del> r.1(1)</p>	4.1	<p>The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the <del>Law</del>Act.</p>
<p>App <del>13</del><u>3</u> <del>Part B</del> r.3(2)<u>20</u></p>	4.6	<p>Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.</p>

Margin notes	Articles Number	Content
<del>App 13</del> <del>Part B</del> <del>r.3(2)</del>	4.9	Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
<b>Share certificates</b> <del>App 3</del> <del>r.1(1)</del>	4.11	Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the <del>Law Act</del> or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

<b>Margin notes</b>	<b>Articles Number</b>	<b>Content</b>
<b>Share certificates to be sealed</b> <del>App 3</del> <del>r.2(1)</del>	4.12	Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.
<b>Joint holders</b> <del>App 3</del> <del>r.1(3)</del>	4.14	The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.
<b>Replacement of share certificates</b> <del>App 3</del> <del>r.1(1)</del>	4.15	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.
<b>Company's lien</b> <del>App 3</del> <del>r.1(2)</del>	5.1	The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member of the Company or not.

Margin notes	Articles Number	Content
<b>Payment of calls in advance</b> <del>App 3</del> <del>r.3(1)</del>	6.13	<p>The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</p>
<b>Board may refuse to register a transfer</b> <del>App 3</del> <del>r.1(2)</del>	7.4	<p>The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid up or on which the Company has a lien.</p>
<b>Requirements as to transfer</b> <del>App 3</del> <del>r.1(1)</del>	7.6(f)	<p>a fee of such maximum as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.</p>

Margin notes	Articles Number	Content
<p><b>When transfer books and register may close</b></p> <p><del>App 13</del> <del>Part B</del> <del>r.3(2)</del></p>	7.9	<p>The registration of transfers may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</p>
<p><b><del>When annual general meeting to be held</del></b></p> <p><del>App 13</del> <del>Part B</del> <del>r.3(3)</del> <del>r.4(2)</del> <u>App 3</u> <u>r.14(1)</u></p>	12.1	<p>The Company shall <del>in each year</del> hold a general meeting as its annual general meeting <del>in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following</del> <u>for each financial year within six (6) months after the end of the Company's financial year (or such longer period as the Exchange may authorise).</u> The annual general meeting shall <u>be specified as such in the notices calling it and shall</u> be held at such time and place as the Board shall appoint.</p>

Margin notes	Articles Number	Content
<b>Convening of extraordinary general meeting</b> <u>App 3</u> <u>r.14(5)</u>	12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any <del>two</del> <u>one</u> or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the <del>paid up capital of the</del> <u>voting rights, on a one vote per share basis, of the</u> Company which carries the right of voting at general meetings of the Company, <u>and such members may add resolutions to the agenda of the general meetings so convened.</u> General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

Margin notes	Articles Number	Content
<b>Notice of meetings</b> App <del>13</del> 3 <del>Part B</del> r. <del>3(1)</del> <u>14(2)</u>	12.4	<p>An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
<b>Votes of members</b> App 3 <u>r.14(3)</u>	14.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting <del>where a show of hands is allowed,</del> <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</u></p>

<b>Margin notes</b>	<b>Articles Number</b>	<b>Content</b>
<b>Counting of votes</b> App 3 r.14(4)	14.2	Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
<b>Proxies</b> App <del>13</del> <del>Part B</del> r.2(2) <u>18</u>	14.8	Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
<b>Instrument appointing proxy to be in writing</b> App <del>3</del> r.11(2)	14.9	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
<b>Form of proxy</b> App <del>3</del> r.11(1)	14.11	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.

Margin notes	Articles Number	Content
<p><b>Corporations/ clearing houses acting by representatives at meetings</b></p> <p>App. <del>13</del> <u>3</u> <del>Part B</del> r. <del>2(2)</del> <u>18</u></p>	14.14	Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.
<p>App <del>13</del> <u>3</u> <del>Part B</del> r. <del>6</del> <u>19</u></p>	14.15	If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
<p><b>Board may fill vacancies/ appoint additional Directors</b></p> <p>App 3 r.4(2)</p>	16.2	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.

Margin notes	Articles Number	Content
<p><b>Notice to be given when person proposed for election</b></p> <p><del>App 3</del> <del>r.4(4)</del> <del>r.4(5)</del></p>	16.4	<p>No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.</p>
<p><b>Power to remove Director by ordinary resolution</b></p> <p>App 3 r.4(3) <del>App 13</del> <del>Part B</del> <del>r.5(1)</del></p>	16.6	<p>The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his <del>period</del> <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of <del>compensation or any claim for</del> <u>damages</u> payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result or the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>
<p><del>App 13</del> <del>Part B</del> <del>r.5(4)</del></p>	16.14	<p>Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must first be approved by the Company in general meeting.</p>

Margin notes	Articles Number	Content
<p><b>When office of Director to be vacated</b></p> <p><del>App 13</del></p> <p><del>Part B</del></p> <p><del>r.5(1)</del></p>	16.18	<p>The office of a Director shall be vacated:</p> <p>(a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;</p> <p>(b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;</p> <p>(c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;</p> <p>(d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;</p> <p>(e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;</p> <p>(f) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or</p> <p>(g) if he shall be removed from office by an ordinary resolution under Article 16.6.</p>

Margin notes	Articles Number	Content
<p><b>Directors may contract with company</b>  <del>App 13</del>  <del>Part B</del>  <del>r.5(3)</del></p>	16.19	<p>No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.</p>
<p><b>Director may not vote where he has a material interest</b>  <del>App 3</del>  <del>r.4(1)</del></p>	16.22	<p>A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:</p> <p>(a) the giving of any security or indemnity either:</p> <p>(i) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p>
<p><b>Director may vote in respect of certain matters</b>  <del>App 3</del>  <del>Note 1</del></p>		

Margin notes	Articles Number	Content
		<p>(ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
		<p>(b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>
		<p>(c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:</p> <p>(i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Associates may benefit; or</p> <p>(ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>
		<p>(d) any contract or arrangement in which the Director or any of his Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>

Margin notes	Articles Number	Content
<del>App 13</del> <del>Part B</del> <del>r.5(2)</del>	18.3	<p>Except as would, <u>be permitted by the Companies Ordinance</u> if the Company were a company incorporated in Hong Kong, <del>be permitted by Section 500 of the Companies Ordinance as in force at the date of adoption of these Articles,</del> and except as permitted under the Companies <del>Law</del><u>Act</u>, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his Associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;</p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>
<del>App 3</del> <del>r.13(1)</del>	24.24	<p>The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>

Margin notes	Articles Number	Content
<b>Unclaimed dividend</b> <del>App 3</del> <del>r.3(2)</del>	24.25	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the exclusive benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof or be required to account for any money earned thereon. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company and after such forfeiture no member or other person shall have any right to or claim in respect of such dividends or bonuses.
<del>App 3</del> <del>r.13(2)(a)</del>	25.1(c)	during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and
<del>App 3</del> <del>r.13(2)(b)</del>	25.1(d)	upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
<b>Accounts to be kept</b> <del>App 13</del> <del>Part B</del> <del>r.4(1)</del>	28.1	The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the <del>Law</del> Act.

<b>Margin notes</b>	<b>Articles Number</b>	<b>Content</b>
<b>Annual profit and loss account and balance sheet</b> <del>App 13</del> <del>Part B</del> <del>r.4(2)</del>	28.4	<p>The Board shall, commencing with the first annual general meeting cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.</p>
<b>Annual report of Directors and balance sheet to be sent to members etc.</b> <del>App 13</del> <del>Para B</del> <del>r.3(3)</del> <del>App 3</del> <del>r.5</del>	28.5	<p>Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>
<b>Auditors</b> <del>App 13</del> <del>Part B</del> <del>r.4(2)</del>	29.1	<p>The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.</p>

Margin notes	Articles Number	Content
<b>Appointment, <del>removal</del> and remuneration of Auditors</b> <u>App 3</u> <u>r.17</u>	29.2	The Company shall at any annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u> , provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

Margin notes	Articles Number	Content
<b>Service of notices</b> <del>App 3</del> <del>r.7(+)</del>	30.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Margin notes	Articles Number	Content
<p><b>Members out of Hong Kong</b></p> <p><del>App. 3</del> <del>r.7(2)</del></p>	30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>
<p><del>App 3</del> <del>r.7(3)</del></p>		
<p><u>App 3</u> <u>r.21</u></p>	<u>32.1</u>	<p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>

Margin notes	Articles Number	Content
<b>Power to distribute assets in specie following liquidation</b>	<del>32.1</del> <u>32.2</u>	If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the <del>LawAct</del> divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the <del>LawAct</del> , shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
<b>Distribution of assets in liquidation</b>	<del>32.2</del> <u>32.3</u>	If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Margin notes	Articles Number	Content
Service of process	<del>32.3</del> 32.4	In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.
Financial year	34	<del>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. Unless the</del> <u>Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.</u>
<del>Amendment of Memorandum and Articles</del> <del>App 13 Part B r.4</del> <u>App 3 r.16</u>	35	Subject to the <del>Law</del> <u>Act</u> , the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.



**OURGAME INTERNATIONAL HOLDINGS LIMITED**

**聯眾國際控股有限公司\***

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6899)**

**Notice is hereby given** that an annual general meeting (the “**Annual General Meeting**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in Meeting Room, Alameda Dr. Carlos D’Assumpção, n.os 322–362, Centro Comercial Cheng Feng, 3.o Andar M, Macau, China on Friday, 30 June 2023 at 5:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2022.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Ms. Gao Liping as a non-executive director of the Company;
  - (b) to re-elect Ms. Yu Bing as a non-executive director of the Company;
  - (c) to re-elect Ms. Wang Ruyuan as a non-executive director of the Company;
  - (d) to re-elect Mr. Wang Runqun as a non-executive director of the Company;
  - (e) to re-elect Ms. Xiao Yundan as a non-executive director of the Company;
  - (f) to re-elect Mr. Ma Shaohua as an independent non-executive director of the Company;
  - (g) to re-elect Mr. Zhang Li as an independent non-executive director of the Company;
  - (h) to re-elect Mr. Guo Yushi as an independent non-executive director of the Company; and
  - (i) to re-elect Mr. Dai Bing as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

5. “**THAT** the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” produced to the Annual General Meeting and, for the purpose of identification, signed by the chairman of the Annual General Meeting, which restates the memorandum and articles of association of the Company to reflect all of the proposed amendments referred to in Appendix II to the circular of the Company dated 31 May 2023, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting, and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company, and the registered office provider of the Company be authorised to take all necessary steps to make the filings in accordance with the requirements of the applicable laws in the Cayman Islands to give effect to the adoption of the amended and restated memorandum and articles of association of the Company.”

By order of the Board  
**Ourgame International Holdings Limited**  
**Lu Jingsheng**  
*Chief Executive Officer and Executive Director*

Hong Kong, 31 May 2023

*Notes:*

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 5:00 p.m. on Wednesday, 28 June 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 June 2023.

\* *For identification purpose only*